

OCT 31 '06

10-15 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 31, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated as of October 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment (as supplemented) previously filed with the Board under Recordation Numbers 23495 and 23495-E.

The names and addresses of the parties to the enclosed document are:

Lessor: SNC Fintrack Cierzo
103, Avenue des Champs Elysees
75008, Paris, France

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue NE
Washington, DC 20002

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A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 662 and High Speed Trainset Number 14 (consisting of 8 cars within the series AMTK 2010 – AMTK 3536) RELEASED as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Termination and Release.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

OCT 31 '06

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SURFACE TRANSPORTATION BOARD

TERMINATION AND RELEASE

This TERMINATION AND RELEASE dated as of October 31, 2006 (this "Termination") is between SNC FINTRACK CIERZO, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France, registered under identification number 432 722 692 (in such capacity, the "Lessor") and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak").

WITNESSETH:

WHEREAS, Lessor and Amtrak have entered into that certain Crédit-Bail Agreement dated September 25, 2000, that certain Lease Supplement dated May 11, 2001, and that certain Lease Supplement n° 2 dated June 26, 2001 (as amended, supplemented and modified, the "Lease");

WHEREAS, Lessor and Amtrak have entered into that certain Memorandum of Lease of Railroad Equipment dated May 23, 2001, which was filed and recorded on May 23, 2001 at 12:31 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23495 and that certain Supplement n° Two to Memorandum of Lease of Railroad Equipment dated June 28, 2001, which was filed and recorded on June 28, 2001 at 1:18 p.m. with the Surface Transportation Board and has been assigned Recordation Number 23495-E (the *Memoranda of Lease*), which Memoranda of Lease evidences that the railcars described on Annex A hereto (the "Units") are subject to the Lease; and

WHEREAS, on the date hereof, Lessor and Amtrak have made arrangements satisfactory to each of them to terminate the Lease.

NOW, THEREFORE, Lessor and Amtrak agree as follows:

Section 1. Termination of the Lease and Release of the Units. The Lease is hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Lease is hereby terminated and released.


Section 2. Further Assurances. Lessor hereby agrees to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Lessor and Amtrak represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor has full authority to terminate and release all of its right, title and interest in and to the Lease and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK CIERZO

By: 

Name:

Title:

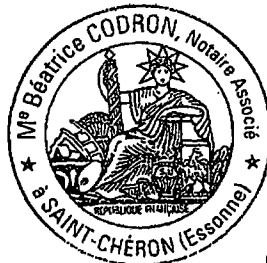
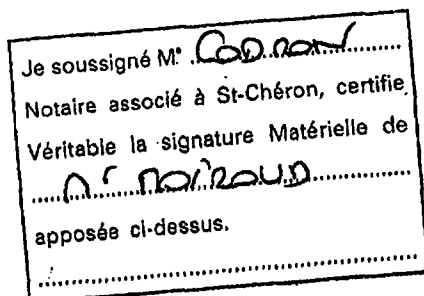
Address: 103, avenue des Champs Elysées
75008, Paris, France

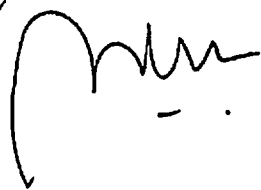
NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

Name:

Title:





IN WITNESS WHEREOF, each of Lessor and Amtrak has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK CIERZO

By: _____

Name:

Title:

Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein _____

Name:

Title:

205

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 29 day of September, 2006, before me personally appeared Dale M. STEAN, to me personally known, who, by me being duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cliza H. Kelly
Notary Public, D.C.

**MY COMMISSION EXPIRES
JULY 31, 2009**

My Commission Expires: _____

DESCRIPTION OF UNITS

One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc. AMTK 662

One (1) High-Speed Trainset Number 14
manufactured by Bombardier Corporation and
Alstom Transportation Inc., consisting of:

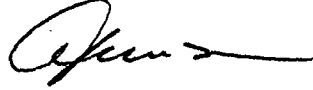
Two (2) Power Cars	AMTK 2015 AMTK 2010
One (1) First Class Car	AMTK 3208
Three (3) Coach Cars	AMTK 3525 AMTK 3536 AMTK 3527
One (1) Bistro Car	AMTK 3317
One (1) End Coach Car	AMTK 3418

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/31/06



Robert W. Alvord